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VERIZON COMMUNICATIONS INC
Form 13F-HR
May 12, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
 / / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.

Address: 1 Verizon Way, Building 7, 1st Floor South

 Basking Ridge, New Jersey 07920

Form 13F File Number: 28-04063

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

 /s/ David L. Beik Basking Ridge, New Jersey May 9, 2011

 [Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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and all holdings are reported by other reporting manager(s).)

// 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
 [If there are no entries in this list, omit this section.]

| | |
|----------------------|-------|
| Form 13F File Number | Name |
| 28- ----- | ----- |

[Repeat as necessary.]

FORM 13F SUMMARY PAGE

Report Summary:

| | |
|---|-------------|
| Number of Other Included Managers: | 1 |
| Form 13F Information Table Entry Total: | 514 |
| Form 13F Information Table Value Total: | 901,106.00 |
| | (thousands) |

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| | | |
|--------------|----------------------|-------------------------------|
| No. | Form 13F File Number | Name |
| 28- ----- | ----- | Goldman Sachs Prime Brokerage |

Verizon Investment Management Corp.
 FORM 13F-SOLE INSTR V. NONE AUTHORITY
 31-Mar-10

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | CO | |
|---------------------------------|----------------|-----------|--------------------|--------------------|----------------------|--------------------------|----|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | MA |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 2,176 | 39,579 | | | |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 1,172 | 18,064 | | | |
| ENDURANCE SPECIALTY HLDGS LT | SHS | G30397106 | 312 | 6,392 | | | |

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|------------------------------|-------------|-----------|--------|---------|
| HERBALIFE LTD | COM USD SHS | G4412G101 | 1,510 | 18,556 |
| INGERSOLL-RAND PLC | SHS | G47791101 | 448 | 9,270 |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 740 | 47,591 |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 241 | 7,949 |
| SEAGATE TECHNOLOGY PLC | SHS | G7945M107 | 205 | 14,217 |
| SINA CORP | ORD | G81477104 | 203 | 1,900 |
| WHITE MTNS INS GROUP LTD | COM | G9618E107 | 508 | 1,395 |
| ACE LTD | SHS | H0023R105 | 872 | 13,483 |
| ALCON INC | COM SHS | H01301102 | 463 | 2,799 |
| WEATHERFORD INTERNATIONAL LT | REG SHS | H27013103 | 272 | 12,054 |
| GARMIN LTD | SHS | H2906T109 | 279 | 8,241 |
| TYCO INTERNATIONAL LTD | SHS | H89128104 | 518 | 11,578 |
| AFLAC INC | COM | 001055102 | 2,570 | 48,689 |
| AT&T INC | COM | 00206R102 | 7,413 | 242,187 |
| ABBOTT LABS | COM | 002824100 | 6,424 | 130,962 |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 202 | 3,434 |
| ACTIVISION BLIZZARD INC | COM | 00507V109 | 179 | 16,358 |
| ADOBE SYS INC | COM | 00724F101 | 1,839 | 55,444 |
| ADVANCE AUTO PARTS INC | COM | 00751Y106 | 233 | 3,549 |
| AEROPOSTALE | COM | 007865108 | 389 | 15,996 |
| AETNA INC NEW | COM | 00817Y108 | 887 | 23,698 |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 221 | 2,017 |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 973 | 21,722 |
| AIR PRODS & CHEMS INC | COM | 009158106 | 1,667 | 18,481 |
| AIRGAS INC | COM | 009363102 | 389 | 5,859 |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 279 | 7,349 |
| ALBEMARLE CORP | COM | 012653101 | 369 | 6,173 |
| ALBERTO CULVER CO NEW | COM | 013078100 | 323 | 8,660 |
| ALCOA INC | COM | 013817101 | 810 | 45,869 |
| ALEXION PHARMACEUTICALS INC | COM | 015351109 | 357 | 3,621 |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 879 | 12,983 |
| ALLERGAN INC | COM | 018490102 | 2,804 | 39,476 |
| ALLSTATE CORP | COM | 020002101 | 755 | 23,772 |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 395 | 6,660 |
| ALTERA CORP | COM | 021441100 | 537 | 12,190 |
| ALTRIA GROUP INC | COM | 02209S103 | 2,876 | 110,497 |
| AMAZON COM INC | COM | 023135106 | 5,804 | 32,223 |
| AMERICAN EAGLE OUTFITTERS NE | COM | 02553E106 | 199 | 12,537 |
| AMERICAN ELEC PWR INC | COM | 025537101 | 575 | 16,366 |
| AMERICAN EXPRESS CO | COM | 025816109 | 5,398 | 119,417 |
| AMERICAN TOWER CORP | CL A | 029912201 | 844 | 16,285 |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1,793 | 45,329 |
| AMETEK INC NEW | COM | 031100100 | 1,093 | 24,919 |
| AMGEN INC | COM | 031162100 | 2,963 | 55,430 |
| AMPHENOL CORP NEW | CL A | 032095101 | 381 | 7,011 |
| ANADARKO PETE CORP | COM | 032511107 | 1,181 | 14,416 |
| ANALOG DEVICES INC | COM | 032654105 | 1,215 | 30,849 |
| ANNALY CAP MGMT INC | COM | 035710409 | 587 | 33,664 |
| AON CORP | COM | 037389103 | 901 | 17,021 |
| APACHE CORP | COM | 037411105 | 2,247 | 17,162 |
| APOLLO GROUP INC | CL A | 037604105 | 565 | 13,556 |
| APPLE INC | COM | 037833100 | 29,479 | 84,585 |
| APPLIED MATLS INC | COM | 038222105 | 1,488 | 95,271 |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 1,156 | 32,089 |

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|---------------------------------|----------------|-----------|-------|---------|
| ASHLAND INC NEW | COM | 044209104 | 669 | 11,591 |
| ATEL CORP | COM | 049513104 | 227 | 16,675 |
| AUTODESK INC | COM | 052769106 | 549 | 12,445 |
| AUTOLIV INC | COM | 052800109 | 409 | 5,508 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 2,237 | 43,601 |
| AUTOZONE INC | COM | 053332102 | 1,072 | 3,918 |
| AVALONBAY CMNTYS INC | COM | 053484101 | 390 | 3,244 |
| AVON PRODS INC | COM | 054303102 | 1,084 | 40,100 |
| BB&T CORP | COM | 054937107 | 919 | 33,481 |
| BMC SOFTWARE INC | COM | 055921100 | 770 | 15,471 |
| BABCOCK & WILCOX CO NEW | COM | 05615F102 | 397 | 11,885 |
| BAKER HUGHES INC | COM | 057224107 | 938 | 12,774 |
| BALL CORP | COM | 058498106 | 466 | 12,987 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 4,495 | 337,244 |
| BANK HAWAII CORP | COM | 062540109 | 761 | 15,921 |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 1,977 | 66,187 |
| BARD C R INC | COM | 067383109 | 806 | 8,113 |
| BAXTER INTL INC | COM | 071813109 | 2,986 | 55,531 |
| BECKMAN COULTER INC | COM | 075811109 | 694 | 8,356 |
| BECTON DICKINSON & CO | COM | 075887109 | 1,958 | 24,591 |
| BED BATH & BEYOND INC | COM | 075896100 | 918 | 19,014 |
| BEMIS INC | COM | 081437105 | 260 | 7,910 |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 5,886 | 70,383 |
| BEST BUY INC | COM | 086516101 | 1,187 | 41,332 |
| BIOGEN IDEC INC | COM | 09062X103 | 1,410 | 19,186 |
| BLACKROCK INC | COM | 09247X101 | 827 | 4,113 |
| BOEING CO | COM | 097023105 | 4,790 | 64,797 |
| BORGWARNER INC | COM | 099724106 | 566 | 7,098 |
| BOSTON PROPERTIES INC | COM | 101121101 | 802 | 8,459 |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 289 | 40,225 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 1,854 | 70,154 |
| BROADCOM CORP | CL A | 111320107 | 2,594 | 65,876 |
| BROOKFIELD PPTYS CORP | COM | 112900105 | 306 | 17,277 |
| BROWN FORMAN CORP | CL B | 115637209 | 221 | 3,230 |
| BUCYRUS INTL INC NEW | COM | 118759109 | 278 | 3,036 |
| CBS CORP NEW | CL B | 124857202 | 746 | 29,779 |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 459 | 17,193 |
| CF INDS HLDGS INC | COM | 125269100 | 638 | 4,663 |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 1,449 | 19,547 |
| CIGNA CORP | COM | 125509109 | 494 | 11,164 |
| CIT GROUP INC | COM NEW | 125581801 | 325 | 7,640 |
| CME GROUP INC | COM | 12572Q105 | 1,082 | 3,588 |
| CMS ENERGY CORP | COM | 125896100 | 207 | 10,542 |
| CSX CORP | COM | 126408103 | 1,455 | 18,506 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 2,788 | 81,222 |
| CA INC | COM | 12673P105 | 310 | 12,834 |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 338 | 9,767 |
| CADENCE DESIGN SYSTEM INC | COM | 127387108 | 108 | 11,035 |
| CALPINE CORP | COM NEW | 131347304 | 223 | 14,030 |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 1,542 | 27,007 |
| CAMPBELL SOUP CO | COM | 134429109 | 283 | 8,558 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 1,330 | 25,595 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 451 | 10,961 |
| CARMAX INC | COM | 143130102 | 290 | 9,033 |

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|---------------------------------|------------|-----------|--------|---------|
| CARNIVAL CORP | PAIRED CTF | 143658300 | 253 | 6,602 |
| CARPENTER TECHNOLOGY CORP | COM | 144285103 | 365 | 8,539 |
| CATERPILLAR INC DEL | COM | 149123101 | 6,408 | 57,552 |
| CELANESE CORP DEL | COM SER A | 150870103 | 607 | 13,681 |
| CELGENE CORP | COM | 151020104 | 3,043 | 52,856 |
| CENTURYLINK INC | COM | 156700106 | 587 | 14,125 |
| CERNER CORP | COM | 156782104 | 1,779 | 15,998 |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 1,216 | 36,262 |
| CHEVRON CORP NEW | COM | 166764100 | 9,787 | 91,047 |
| CHICOS FAS INC | COM | 168615102 | 282 | 18,965 |
| CHIPOTLE MEXICAN GRILL INC | COM | 169656105 | 347 | 1,273 |
| CHURCH & DWIGHT INC | COM | 171340102 | 510 | 6,428 |
| CIMAREX ENERGY CO | COM | 171798101 | 676 | 5,868 |
| CISCO SYS INC | COM | 17275R102 | 8,963 | 522,595 |
| CITIGROUP INC | COM | 172967101 | 2,304 | 521,271 |
| CITRIX SYS INC | COM | 177376100 | 552 | 7,521 |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 903 | 9,189 |
| CLOROX CO DEL | COM | 189054109 | 675 | 9,635 |
| COACH INC | COM | 189754104 | 1,799 | 34,575 |
| COCA COLA CO | COM | 191216100 | 12,260 | 184,812 |
| COCA COLA ENTERPRISES INC NE | COM | 19122T109 | 372 | 13,639 |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 2,515 | 30,892 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 3,584 | 44,382 |
| COMCAST CORP NEW | CL A | 20030N101 | 2,826 | 114,317 |
| CONCHO RES INC | COM | 20605P101 | 440 | 4,101 |
| CONOCOPHILLIPS | COM | 20825C104 | 7,360 | 92,160 |
| CONSOL ENERGY INC | COM | 20854P109 | 908 | 16,939 |
| CONSOLIDATED EDISON INC | COM | 209115104 | 769 | 15,157 |
| CORN PRODS INTL INC | COM | 219023108 | 991 | 19,124 |
| CORNING INC | COM | 219350105 | 1,477 | 71,595 |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 3,322 | 45,312 |
| CRANE CO | COM | 224399105 | 272 | 5,623 |
| CREE INC | COM | 225447101 | 201 | 4,347 |
| CROWN CASTLE INTL CORP | COM | 228227104 | 889 | 20,901 |
| CROWN HOLDINGS INC | COM | 228368106 | 252 | 6,533 |
| CULLEN FROST BANKERS INC | COM | 229899109 | 321 | 5,442 |
| CUMMINS INC | COM | 231021106 | 2,497 | 22,781 |
| CYTEC INDS INC | COM | 232820100 | 207 | 3,811 |
| DPL INC | COM | 233293109 | 259 | 9,461 |
| DTE ENERGY CO | COM | 233331107 | 796 | 16,264 |
| DANAHER CORP DEL | COM | 235851102 | 2,834 | 54,598 |
| DARDEN RESTAURANTS INC | COM | 237194105 | 688 | 13,998 |
| DAVITA INC | COM | 23918K108 | 335 | 3,921 |
| DEERE & CO | COM | 244199105 | 4,292 | 44,300 |
| DELL INC | COM | 24702R101 | 2,172 | 149,710 |
| DELTA AIR LINES INC DEL | COM NEW | 247361702 | 313 | 31,934 |
| DENDREON CORP | COM | 24823Q107 | 218 | 5,834 |
| DENTSPLY INTL INC NEW | COM | 249030107 | 219 | 5,914 |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 2,430 | 26,480 |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 236 | 3,032 |
| DISNEY WALT CO | COM DISNEY | 254687106 | 4,412 | 102,379 |
| DISCOVERY COMMUNICATNS NEW | COM SER A | 25470F104 | 500 | 12,529 |
| DISH NETWORK CORP | CL A | 25470M109 | 318 | 13,063 |
| DIRECTV | COM CL A | 25490A101 | 3,137 | 67,035 |
| DOLBY LABORATORIES INC | COM | 25659T107 | 525 | 10,672 |

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|----------------------------------|----------------|-----------|--------|---------|
| DOLLAR TREE INC | COM | 256746108 | 591 | 10,644 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 1,403 | 31,386 |
| DONALDSON INC | COM | 257651109 | 1,016 | 16,576 |
| DOVER CORP | COM | 260003108 | 1,039 | 15,800 |
| DOW CHEM CO | COM | 260543103 | 2,188 | 57,973 |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 845 | 22,731 |
| DRESSER-RAND GROUP INC | COM | 261608103 | 275 | 5,123 |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 3,363 | 61,179 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 1,163 | 64,099 |
| DUN & BRADSTREET CORP DEL NE | COM | 26483E100 | 232 | 2,890 |
| E M C CORP MASS | COM | 268648102 | 4,558 | 171,605 |
| EOG RES INC | COM | 26875P101 | 3,793 | 32,009 |
| EQT CORP | COM | 26884L109 | 602 | 12,068 |
| EASTMAN CHEM CO | COM | 277432100 | 730 | 7,346 |
| EATON CORP | COM | 278058102 | 950 | 17,138 |
| EATON VANCE CORP | COM NON VTG | 278265103 | 269 | 8,355 |
| EBAY INC | COM | 278642103 | 3,065 | 98,738 |
| ECOLAB INC | COM | 278865100 | 1,002 | 19,636 |
| EDISON INTL | COM | 281020107 | 332 | 9,070 |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 399 | 4,583 |
| EL PASO CORP | COM | 28336L109 | 380 | 21,137 |
| ELECTRONIC ARTS INC | COM | 285512109 | 774 | 39,625 |
| EMERSON ELEC CO | COM | 291011104 | 4,022 | 68,827 |
| ENTERGY CORP NEW | COM | 29364G103 | 1,031 | 15,335 |
| EXELON CORP | COM | 30161N101 | 905 | 21,941 |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 981 | 19,565 |
| EXPRESS SCRIPTS INC | COM | 302182100 | 4,156 | 74,728 |
| EXXON MOBIL CORP | COM | 30231G102 | 37,887 | 450,340 |
| FLIR SYS INC | COM | 302445101 | 215 | 6,199 |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 958 | 10,144 |
| FAMILY DLR STORES INC | COM | 307000109 | 1,367 | 26,642 |
| FASTENAL CO | COM | 311900104 | 490 | 7,562 |
| FEDERATED INVS INC PA | CL B | 314211103 | 378 | 14,136 |
| FEDEX CORP | COM | 31428X106 | 2,676 | 28,606 |
| F5 NETWORKS INC | COM | 315616102 | 333 | 3,242 |
| FIFTH THIRD BANCORP | COM | 316773100 | 687 | 49,492 |
| FIRST SOLAR INC | COM | 336433107 | 584 | 3,629 |
| FISERV INC | COM | 337738108 | 745 | 11,876 |
| FIRSTENERGY CORP | COM | 337932107 | 463 | 12,492 |
| FLUOR CORP NEW | COM | 343412102 | 879 | 11,929 |
| FLOWSERVE CORP | COM | 34354P105 | 1,061 | 8,236 |
| FOMENTO ECONOMICO MEXICANO S | SPON ADR UNITS | 344419106 | 294 | 5,008 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 4,574 | 306,799 |
| FOREST LABS INC | COM | 345838106 | 543 | 16,798 |
| FRANKLIN RES INC | COM | 354613101 | 2,441 | 19,514 |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 4,357 | 78,429 |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 358 | 43,501 |
| GAMESTOP CORP NEW | CL A | 36467W109 | 437 | 19,393 |
| GAP INC DEL | COM | 364760108 | 1,263 | 55,751 |
| GENERAL DYNAMICS CORP | COM | 369550108 | 2,154 | 28,133 |
| GENERAL ELECTRIC CO | COM | 369604103 | 10,902 | 543,760 |
| GENERAL GROWTH PPTYS INC NEW | COM | 370023103 | 277 | 17,917 |
| GENERAL MLS INC | COM | 370334104 | 2,433 | 66,554 |
| GENZYME CORP | COM | 372917104 | 987 | 12,954 |

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|---------------------------------|----------------|-----------|--------|---------|
| GILEAD SCIENCES INC | COM | 375558103 | 3,672 | 86,460 |
| GLOBAL PMTS INC | COM | 37940X102 | 501 | 10,242 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 3,783 | 23,853 |
| GOODRICH CORP | COM | 382388106 | 847 | 9,903 |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 219 | 14,648 |
| GOOGLE INC | CL A | 38259P508 | 13,081 | 22,294 |
| GRAINGER W W INC | COM | 384802104 | 326 | 2,369 |
| GREAT PLAINS ENERGY INC | COM | 391164100 | 349 | 17,433 |
| GREEN MTN COFFEE ROASTERS IN | COM | 393122106 | 290 | 4,484 |
| GREIF INC | CL A | 397624107 | 325 | 4,971 |
| HCP INC | COM | 40414L109 | 1,098 | 28,944 |
| HALLIBURTON CO | COM | 406216101 | 4,500 | 90,293 |
| HANSEN NAT CORP | COM | 411310105 | 467 | 7,759 |
| HARLEY DAVIDSON INC | COM | 412822108 | 1,014 | 23,856 |
| HARRIS CORP DEL | COM | 413875105 | 260 | 5,234 |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 276 | 10,232 |
| HASBRO INC | COM | 418056107 | 846 | 18,065 |
| HEALTH MGMT ASSOC INC NEW | CL A | 421933102 | 110 | 10,105 |
| HEINZ H J CO | COM | 423074103 | 1,189 | 24,360 |
| HERSHEY CO | COM | 427866108 | 749 | 13,781 |
| HESS CORP | COM | 42809H107 | 1,009 | 11,843 |
| HEWLETT PACKARD CO | COM | 428236103 | 8,986 | 219,341 |
| HOLOGIC INC | COM | 436440101 | 203 | 9,147 |
| HOME DEPOT INC | COM | 437076102 | 5,830 | 157,308 |
| HONEYWELL INTL INC | COM | 438516106 | 3,924 | 65,719 |
| HOSPIRA INC | COM | 441060100 | 370 | 6,701 |
| HUMAN GENOME SCIENCES INC | COM | 444903108 | 355 | 12,945 |
| ITT CORP NEW | COM | 450911102 | 632 | 10,527 |
| IDEX CORP | COM | 45167R104 | 271 | 6,205 |
| IDEXX LABS INC | COM | 45168D104 | 497 | 6,431 |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 2,196 | 40,886 |
| ILLUMINA INC | COM | 452327109 | 345 | 4,929 |
| INTEGRATED DEVICE TECHNOLOGY | COM | 458118106 | 187 | 25,311 |
| INTEL CORP | COM | 458140100 | 8,994 | 445,711 |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 1,088 | 8,806 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 18,879 | 115,775 |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 973 | 15,610 |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 340 | 20,941 |
| INTL PAPER CO | COM | 460146103 | 1,203 | 39,863 |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 249 | 19,808 |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 528 | 1,583 |
| INTUIT | COM | 461202103 | 962 | 18,110 |
| IRON MTN INC | COM | 462846106 | 231 | 7,403 |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 1,356 | 19,740 |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 1,436 | 23,743 |
| ISHARES TR | RUSSELL 1000 | 464287622 | 4,213 | 57,034 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 7,796 | 169,113 |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 445 | 8,655 |
| JOHNSON & JOHNSON | COM | 478160104 | 8,409 | 141,923 |
| JOHNSON CTLS INC | COM | 478366107 | 2,402 | 57,794 |
| JOY GLOBAL INC | COM | 481165108 | 1,387 | 14,033 |

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|---------------------------------|---------|-----------|--------|---------|
| JUNIPER NETWORKS INC | COM | 48203R104 | 895 | 21,263 |
| KBR INC | COM | 48242W106 | 817 | 21,639 |
| KELLOGG CO | COM | 487836108 | 502 | 9,304 |
| KIMBERLY CLARK CORP | COM | 494368103 | 1,988 | 30,454 |
| KIMCO RLTY CORP | COM | 49446R109 | 283 | 15,449 |
| KOHL'S CORP | COM | 500255104 | 982 | 18,512 |
| KRAFT FOODS INC | CL A | 50075N104 | 1,705 | 54,371 |
| KROGER CO | COM | 501044101 | 724 | 30,221 |
| LSI CORPORATION | COM | 502161102 | 258 | 37,935 |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 213 | 2,721 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 388 | 4,213 |
| LAM RESEARCH CORP | COM | 512807108 | 290 | 5,113 |
| LAS VEGAS SANDS CORP | COM | 517834107 | 1,329 | 31,489 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 430 | 4,459 |
| LEUCADIA NATL CORP | COM | 527288104 | 614 | 16,348 |
| LEVEL 3 COMMUNICATIONS INC | COM | 52729N100 | 91 | 61,913 |
| LIFE TECHNOLOGIES CORP | COM | 53217V109 | 986 | 18,810 |
| LILLY ELI & CO | COM | 532457108 | 2,026 | 57,593 |
| LIMITED BRANDS INC | COM | 532716107 | 844 | 25,659 |
| LINCOLN NATL CORP IND | COM | 534187109 | 440 | 14,648 |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 304 | 9,036 |
| LOCKHEED MARTIN CORP | COM | 539830109 | 2,438 | 30,326 |
| LOEWS CORP | COM | 540424108 | 1,334 | 30,954 |
| LOWES COS INC | COM | 548661107 | 3,031 | 114,681 |
| LUBRIZOL CORP | COM | 549271104 | 980 | 7,315 |
| M & T BK CORP | COM | 55261F104 | 1,053 | 11,904 |
| MDU RES GROUP INC | COM | 552690109 | 371 | 16,160 |
| MACYS INC | COM | 55616P104 | 637 | 26,269 |
| MAGNA INTL INC | COM | 559222401 | 234 | 4,884 |
| MANPOWER INC | COM | 56418H100 | 917 | 14,589 |
| MARATHON OIL CORP | COM | 565849106 | 3,297 | 61,845 |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 602 | 20,194 |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 694 | 19,501 |
| MASSEY ENERGY COMPANY | COM | 576206106 | 465 | 6,803 |
| MASTERCARD INC | CL A | 57636Q104 | 2,131 | 8,465 |
| MATTEL INC | COM | 577081102 | 1,554 | 62,332 |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 469 | 18,312 |
| MCDERMOTT INTL INC | COM | 580037109 | 581 | 22,886 |
| MCDONALDS CORP | COM | 580135101 | 7,527 | 98,924 |
| MCGRAW HILL COS INC | COM | 580645109 | 1,625 | 41,251 |
| MCKESSON CORP | COM | 58155Q103 | 1,156 | 14,623 |
| MEADWESTVACO CORP | COM | 583334107 | 239 | 7,894 |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 1,933 | 34,425 |
| MEDTRONIC INC | COM | 585055106 | 4,129 | 104,925 |
| MERCK & CO INC NEW | COM | 58933Y105 | 4,475 | 135,554 |
| METLIFE INC | COM | 59156R108 | 1,507 | 33,691 |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 234 | 1,359 |
| MICROSOFT CORP | COM | 594918104 | 15,402 | 606,601 |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 283 | 7,445 |
| MONSANTO CO NEW | COM | 61166W101 | 3,639 | 50,353 |
| MONSTER WORLDWIDE INC | COM | 611742107 | 476 | 29,949 |
| MOODYS CORP | COM | 615369105 | 664 | 19,577 |
| MORGAN STANLEY | COM NEW | 617446448 | 1,987 | 72,740 |
| MOSAIC CO | COM | 61945A107 | 1,087 | 13,802 |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 681 | 15,249 |
| MOTOROLA MOBILITY HLDGS | | | | |

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|--------------------------------|----------|-----------|--------|---------|
| INC | COM | 620097105 | 326 | 13,343 |
| MURPHY OIL CORP | COM | 626717102 | 459 | 6,249 |
| MYLAN INC | COM | 628530107 | 336 | 14,823 |
| NCR CORP NEW | COM | 62886E108 | 518 | 27,488 |
| NII HLDGS INC | CL B NEW | 62913F201 | 419 | 10,066 |
| NVR INC | COM | 62944T105 | 1,146 | 1,516 |
| NYSE EURONEXT | COM | 629491101 | 467 | 13,289 |
| NALCO HOLDING COMPANY | COM | 62985Q101 | 230 | 8,430 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 1,088 | 13,721 |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 263 | 18,345 |
| NATIONWIDE HEALTH PPTYS INC | COM | 638620104 | 227 | 5,340 |
| NAVISTAR INTL CORP NEW | COM | 63934E108 | 869 | 12,540 |
| NETAPP INC | COM | 64110D104 | 2,261 | 46,958 |
| NETFLIX INC | COM | 64110L106 | 384 | 1,614 |
| NEWMONT MINING CORP | COM | 651639106 | 2,261 | 41,427 |
| NEWS CORP | CL A | 65248E104 | 2,239 | 127,382 |
| NEXTERA ENERGY INC | COM | 65339F101 | 691 | 12,541 |
| NIKE INC | CL B | 654106103 | 2,529 | 33,409 |
| NOBLE ENERGY INC | COM | 655044105 | 1,140 | 11,791 |
| NORDSTROM INC | COM | 655664100 | 418 | 9,319 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 1,119 | 16,149 |
| NORTHERN TR CORP | COM | 665859104 | 1,018 | 20,054 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 328 | 5,233 |
| NOVELLUS SYS INC | COM | 670008101 | 612 | 16,476 |
| NSTAR | COM | 67019E107 | 515 | 11,133 |
| NUCOR CORP | COM | 670346105 | 1,169 | 25,394 |
| NVIDIA CORP | COM | 67066G104 | 829 | 44,907 |
| OGE ENERGY CORP | COM | 670837103 | 342 | 6,758 |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 321 | 5,586 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 5,577 | 53,374 |
| OCEANEERING INTL INC | COM | 675232102 | 1,002 | 11,206 |
| OMNICOM GROUP INC | COM | 681919106 | 2,311 | 47,099 |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 171 | 17,358 |
| ONEOK INC NEW | COM | 682680103 | 790 | 11,816 |
| ORACLE CORP | COM | 68389X105 | 10,881 | 325,469 |
| OXFORD INDS INC | COM | 691497309 | 256 | 7,501 |
| PG&E CORP | COM | 69331C108 | 797 | 18,032 |
| PMC-SIERRA INC | COM | 69344F106 | 88 | 11,691 |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 980 | 15,562 |
| PPG INDS INC | COM | 693506107 | 1,022 | 10,732 |
| PPL CORP | COM | 69351T106 | 313 | 12,372 |
| PACCAR INC | COM | 693718108 | 1,489 | 28,438 |
| PALL CORP | COM | 696429307 | 272 | 4,727 |
| PARKER HANNIFIN CORP | COM | 701094104 | 1,136 | 11,994 |
| PAYCHEX INC | COM | 704326107 | 1,181 | 37,615 |
| PEABODY ENERGY CORP | COM | 704549104 | 860 | 11,953 |
| PENNEY J C INC | COM | 708160106 | 237 | 6,597 |
| PEPSICO INC | COM | 713448108 | 7,528 | 116,881 |
| PERRIGO CO | COM | 714290103 | 260 | 3,269 |
| PETROHAWK ENERGY CORP | COM | 716495106 | 397 | 16,165 |
| PFIZER INC | COM | 717081103 | 6,674 | 328,600 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 11,438 | 174,284 |
| PINNACLE WEST CAP CORP | COM | 723484101 | 243 | 5,677 |
| PIONEER NAT RES CO | COM | 723787107 | 331 | 3,244 |
| POLO RALPH LAUREN CORP | CL A | 731572103 | 280 | 2,262 |
| PRAXAIR INC | COM | 74005P104 | 2,655 | 26,130 |
| PRECISION CASTPARTS CORP | COM | 740189105 | 3,532 | 24,000 |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1,265 | 19,042 |

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|---------------------------------|-----------|-----------|-------|---------|
| PRICELINE COM INC | COM NEW | 741503403 | 1,656 | 3,270 |
| PRINCIPAL FINL GROUP INC | COM | 74251V102 | 643 | 20,039 |
| PROCTER & GAMBLE CO | COM | 742718109 | 7,830 | 127,115 |
| PROGRESS ENERGY INC | COM | 743263105 | 368 | 7,971 |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 937 | 44,330 |
| PROTECTIVE LIFE CORP | COM | 743674103 | 266 | 10,002 |
| PRUDENTIAL FINL INC | COM | 744320102 | 1,946 | 31,598 |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 376 | 11,922 |
| PUBLIC STORAGE | COM | 74460D109 | 3,441 | 31,024 |
| QEP RES INC | COM | 74733V100 | 317 | 7,809 |
| QUALCOMM INC | COM | 747525103 | 8,654 | 157,842 |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 285 | 4,929 |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 126 | 18,385 |
| RANGE RES CORP | COM | 75281A109 | 605 | 10,352 |
| RAYONIER INC | COM | 754907103 | 302 | 4,853 |
| RAYTHEON CO | COM NEW | 755111507 | 423 | 8,313 |
| RED HAT INC | COM | 756577102 | 592 | 13,053 |
| REGENERON PHARMACEUTICALS | COM | 75886F107 | 213 | 4,746 |
| RELIANCE STEEL & ALUMINUM CO | COM | 759509102 | 536 | 9,275 |
| REPUBLIC SVCS INC | COM | 760759100 | 733 | 24,399 |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1,480 | 15,632 |
| ROCKWELL COLLINS INC | COM | 774341101 | 1,274 | 19,649 |
| ROPER INDS INC NEW | COM | 776696106 | 636 | 7,355 |
| ROSS STORES INC | COM | 778296103 | 351 | 4,941 |
| ROVI CORP | COM | 779376102 | 482 | 8,987 |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 294 | 7,399 |
| SAIC INC | COM | 78390X101 | 508 | 29,998 |
| SEI INVESTMENTS CO | COM | 784117103 | 295 | 12,344 |
| SLM CORP | COM | 78442P106 | 872 | 57,022 |
| SXC HEALTH SOLUTIONS CORP | COM | 78505P100 | 272 | 4,967 |
| ST JUDE MED INC | COM | 790849103 | 1,214 | 23,674 |
| SALESFORCE COM INC | COM | 79466L302 | 3,067 | 22,957 |
| SANDISK CORP | COM | 80004C101 | 703 | 15,247 |
| SARA LEE CORP | COM | 803111103 | 627 | 35,463 |
| SCHEIN HENRY INC | COM | 806407102 | 748 | 10,657 |
| SCHLUMBERGER LTD | COM | 806857108 | 9,834 | 105,451 |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1,551 | 85,996 |
| SCOTTS MIRACLE GRO CO | CL A | 810186106 | 372 | 6,429 |
| SEALED AIR CORP NEW | COM | 81211K100 | 204 | 7,666 |
| SEARS HLDGS CORP | COM | 812350106 | 773 | 9,348 |
| SEMPRA ENERGY | COM | 816851109 | 643 | 12,014 |
| SHERWIN WILLIAMS CO | COM | 824348106 | 373 | 4,443 |
| SIGMA ALDRICH CORP | COM | 826552101 | 598 | 9,399 |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 2,890 | 26,972 |
| SIRIUS XM RADIO INC | COM | 82967N108 | 259 | 157,203 |
| SKYWORKS SOLUTIONS INC | COM | 83088M102 | 232 | 7,149 |
| SONOCO PRODS CO | COM | 835495102 | 202 | 5,564 |
| SOUTHERN CO | COM | 842587107 | 1,384 | 36,313 |
| SOUTHERN COPPER CORP | COM | 84265V105 | 788 | 19,574 |
| SOUTHWEST AIRLS CO | COM | 844741108 | 211 | 16,672 |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 1,257 | 29,248 |
| SPECTRA ENERGY CORP | COM | 847560109 | 1,253 | 46,089 |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 577 | 124,345 |
| STANLEY BLACK & DECKER INC | COM | 854502101 | 214 | 2,791 |
| STAPLES INC | COM | 855030102 | 953 | 49,062 |
| STARBUCKS CORP | COM | 855244109 | 3,704 | 100,255 |

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|--------------------------|------------|-----------|--------|--|-----------|
| STARWOOD HOTELS&RESORTS | | | | | |
| WRLD | COM | 85590A401 | 1,113 | | 19,145 |
| STATE STR CORP | COM | 857477103 | 879 | | 19,560 |
| STERICYCLE INC | COM | 858912108 | 303 | | 3,417 |
| STRYKER CORP | COM | 863667101 | 1,098 | | 18,067 |
| SUNTRUST BKS INC | COM | 867914103 | 546 | | 18,924 |
| SYMANTEC CORP | COM | 871503108 | 1,260 | | 67,939 |
| SYSCO CORP | COM | 871829107 | 663 | | 23,928 |
| TD AMERITRADE HLDG CORP | COM | 87236Y108 | 531 | | 25,467 |
| TJX COS INC NEW | COM | 872540109 | 2,483 | | 49,927 |
| TARGET CORP | COM | 87612E106 | 3,668 | | 73,336 |
| TECH DATA CORP | COM | 878237106 | 222 | | 4,360 |
| TELEPHONE & DATA SYS INC | COM | 879433100 | 267 | | 7,909 |
| TELLABS INC | COM | 879664100 | 131 | | 24,916 |
| TENET HEALTHCARE CORP | COM | 88033G100 | 105 | | 14,107 |
| TERADATA CORP DEL | COM | 88076W103 | 488 | | 9,628 |
| TEXAS INSTRS INC | COM | 882508104 | 4,600 | | 133,112 |
| TEXTRON INC | COM | 883203101 | 347 | | 12,663 |
| THERMO FISHER SCIENTIFIC | | | | | |
| INC | COM | 883556102 | 1,149 | | 20,677 |
| THOMAS & BETTS CORP | COM | 884315102 | 520 | | 8,737 |
| 3M CO | COM | 88579Y101 | 6,350 | | 67,911 |
| TIFFANY & CO NEW | COM | 886547108 | 314 | | 5,107 |
| TIME WARNER INC | COM NEW | 887317303 | 2,219 | | 62,157 |
| TIME WARNER CABLE INC | COM | 88732J207 | 373 | | 5,233 |
| TORCHMARK CORP | COM | 891027104 | 244 | | 3,663 |
| TORO CO | COM | 891092108 | 308 | | 4,655 |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 2,824 | | 47,472 |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 248 | | 4,913 |
| TUPPERWARE BRANDS CORP | COM | 899896104 | 329 | | 5,518 |
| US BANCORP DEL | COM NEW | 902973304 | 2,383 | | 90,177 |
| URS CORP NEW | COM | 903236107 | 444 | | 9,638 |
| ULTRA PETROLEUM CORP | COM | 903914109 | 507 | | 10,295 |
| UNION PAC CORP | COM | 907818108 | 2,328 | | 23,674 |
| UNITED CONTL HLDGS INC | COM | 910047109 | 253 | | 11,021 |
| UNITED PARCEL SERVICE | | | | | |
| INC | CL B | 911312106 | 5,021 | | 67,555 |
| UNITED STATES CELLULAR | | | | | |
| CORP | COM | 911684108 | 276 | | 5,353 |
| UNITED STATES STL CORP | | | | | |
| NEW | COM | 912909108 | 451 | | 8,361 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 6,267 | | 74,039 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 3,343 | | 73,971 |
| UNUM GROUP | COM | 91529Y106 | 765 | | 29,154 |
| VALEANT PHARMACEUTICALS | | | | | |
| INTL | COM | 91911K102 | 387 | | 7,765 |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 895 | | 30,025 |
| VALSPAR CORP | COM | 920355104 | 228 | | 5,827 |
| VARIAN MED SYS INC | COM | 92220P105 | 886 | | 13,104 |
| VERISIGN INC | COM | 92343E102 | 252 | | 6,958 |
| VERIZON COMMUNICATIONS | | | | | |
| INC | COM | 92343V104 | 51,279 | | 1,330,548 |
| VERTEX PHARMACEUTICALS | | | | | |
| INC | COM | 92532F100 | 662 | | 13,806 |
| VIACOM INC NEW | CL B | 92553P201 | 1,137 | | 24,435 |
| VIRGIN MEDIA INC | COM | 92769L101 | 242 | | 8,721 |
| VISA INC | COM CL A | 92826C839 | 3,066 | | 41,645 |
| VMWARE INC | CL A COM | 928563402 | 243 | | 2,982 |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 549 | | 6,273 |
| WADDELL & REED FINL INC | CL A | 930059100 | 562 | | 13,849 |
| WAL MART STORES INC | COM | 931142103 | 8,388 | | 161,162 |
| WALGREEN CO | COM | 931422109 | 3,655 | | 91,058 |

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|-----------------------|-----|-----------|-------|---------|
| WALTER ENERGY INC | COM | 93317Q105 | 230 | 1,701 |
| WASTE MGMT INC DEL | COM | 94106L109 | 682 | 18,265 |
| WATERS CORP | COM | 941848103 | 605 | 6,958 |
| WELLPOINT INC | COM | 94973V107 | 2,493 | 35,726 |
| WELLS FARGO & CO NEW | COM | 949746101 | 6,372 | 200,933 |
| WESCO INTL INC | COM | 95082P105 | 255 | 4,082 |
| WESTAR ENERGY INC | COM | 95709T100 | 276 | 10,465 |
| WESTERN DIGITAL CORP | COM | 958102105 | 813 | 21,815 |
| WESTERN UN CO | COM | 959802109 | 1,245 | 59,937 |
| WHIRLPOOL CORP | COM | 963320106 | 272 | 3,190 |
| WHOLE FOODS MKT INC | COM | 966837106 | 374 | 5,676 |
| WILLIAMS COS INC DEL | COM | 969457100 | 303 | 9,732 |
| WISCONSIN ENERGY CORP | COM | 976657106 | 526 | 17,240 |
| WYNN RESORTS LTD | COM | 983134107 | 2,013 | 15,829 |
| XCEL ENERGY INC | COM | 98389B100 | 279 | 11,687 |
| XILINX INC | COM | 983919101 | 343 | 10,457 |
| XEROX CORP | COM | 984121103 | 278 | 26,106 |
| YAHOO INC | COM | 984332106 | 1,259 | 75,460 |
| YUM BRANDS INC | COM | 988498101 | 2,421 | 47,115 |
| ZIMMER HLDGS INC | COM | 98956P102 | 565 | 9,326 |

Total

901,106